

RECORDATION NO. 22893-N FILED

ALVORD AND ALVORD
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WASHINGTON, D.C.

MAY 17 '05 4-10 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

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May 13, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: GATX Rail Trust No. 2000-2

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Trust Indenture Supplement No. 5, dated as of July 10, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Trust Indenture and Security Agreement previously filed with the Board under Recordation Number 22893-E.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: Wilmington Trust Company (not in its individual capacity, but solely as trustee)
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Indenture Trustee: Bank One National Association
1 Bank Plaza
Chicago, Illinois 60670

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A description of the railroad equipment covered by the enclosed document is:

49 railcars with AOIX, GATX and TILX railcar marks remarked and renumbered with APHX, GATX and GPFX railcar marks as set forth in Schedule A attached to the document.

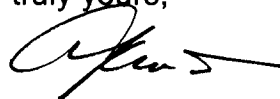
A short summary of the document to appear in the index is:

Trust Indenture Supplement No. 5.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

MAY 17 '05

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**TRUST INDENTURE SUPPLEMENT NO. 5 SURFACE TRANSPORTATION BOARD
(GATX Rail Trust No. 2000-2)**

This Indenture Supplement No. 5 (GATX Rail Trust No. 2000-2), dated July 10, 2002 (this "Indenture Supplement"), between Wilmington Trust Company, not in its individual capacity but solely as trustee (the "Owner Trustee") under the Trust Agreement (GATX Rail Trust No. 2000-2), dated as of April 3, 2002 (the "Trust Agreement"), between the Owner Trustee in its individual capacity and SouthTrust Bank, NA, Owner Participant (the "Owner Participant");

WITNESSETH:

WHEREAS, the Trust Indenture and Security Agreement (GATX Rail Trust No. 2000-2) dated as of April 3, 2000 (the "Indenture"), between the Owner Trustee and Bank One Trust Company, NA as Indenture Trustee (the "Indenture Trustee"), provides that the Equipment (as defined in the Lease) covered by the Trust Agreement and subject to pledge or mortgage under the Indenture described in the Lease; and

WHEREAS, the Lease, as heretofore supplemented, has been amended to change the reporting marks of certain Units of Equipment as described on Schedule A attached hereto and made a part hereof; and

NOW, THEREFORE, the reporting marks of certain Units of Equipment described in the Lease, as heretofore supplemented, are hereby changed as reflected on said Schedule.

This Supplement shall be construed as supplemental to the Indenture and shall form a part of it, and the Indenture is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

This Supplement may be executed by the Owner Trustee in separate counterparts, each of which when so executed and delivered is an original, but all such counterparts shall together constitute but one and the same Supplement.

AND FURTHER, the Owner Trustee hereby acknowledges that the Units of Equipment referred to in the aforesaid Schedule A attached hereto and made a part hereof have been delivered to the Owner Trustee and are included in the property of the Owner Trustee covered by all the terms and conditions of the Trust Agreement, subject to the pledge or mortgage thereof under the Indenture.

IN WITNESS WHEREOF, the Owner Trustee has caused this Indenture Supplement to be duly executed by one of its duly authorized officers, as of the day and year first above written.

Wilmington Trust Company,
not in its individual capacity,
but solely as Owner Trustee

By: 
Name: **Anita Roselli**
Title: **Regional Services Officer**

Bank One Trust Company, NA,
not in its individual capacity, but solely
as Indenture Trustee

By: 
Name:
Title:

State of Delaware)
) SS
County of New Castle)

On this 21 day of April, 2005, before me personally appeared Anita Rose to me personally known, who being by me duly sworn, say that he/she is Financial Services Officer of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kimberly E. Faulhaber
Notary Public

SEAL
My Commission Expires:

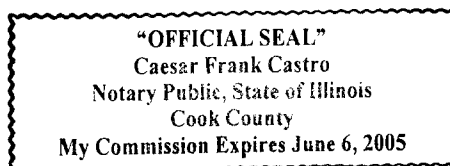
KIMBERLY ELIZABETH FAULHABER
Notary Public - State of Delaware
My Comm. Expires April 9, 2007

State of Illinois)
) SS
County of Cook)

On this 12th day of August, 2002, before me personally appeared STEVEN E. CHARLES, to me personally known, who being by me duly sworn, say that he/she is a Vice President of Bank One Trust Company, NA that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Notary Public

SEAL
My Commission Expires:



Schedule A

(GATX Rail Trust No. 2000-2) – Basic Group I

Trust No.	New Car Number	Original Car Number
2000-2 Gr I	GPFX011405	TILX005408
2000-2 Gr I	GPFX011406	TILX005409
2000-2 Gr I	GPFX011407	TILX005410
2000-2 Gr I	GPFX011408	TILX005411

(GATX Rail Trust No. 2000-2) – Basic Group II

2000-2 Gr II	GATX024154	AOIX001178
2000-2 Gr II	GATX063795	TILX260819
2000-2 Gr II	GATX063796	TILX260820
2000-2 Gr II	GATX063798	TILX260822
2000-2 Gr II	GATX063799	TILX260823
2000-2 Gr II	GATX063800	TILX260824
2000-2 Gr II	GATX063801	TILX260825
2000-2 Gr II	GATX063802	TILX260826
2000-2 Gr II	GATX063803	TILX260828
2000-2 Gr II	GATX063804	TILX260829
2000-2 Gr II	GATX063805	TILX260830
2000-2 Gr II	GATX063807	TILX260834
2000-2 Gr II	GATX063809	TILX260836

(GATX Rail Trust No. 2000-2) – Basic Group IV

2000-2 Gr IV	GATX024301	AOIX001125
2000-2 Gr IV	GATX024302	AOIX001126
2000-2 Gr IV	GATX024303	AOIX001127
2000-2 Gr IV	GATX024305	AOIX001129
2000-2 Gr IV	GATX024306	AOIX001130
2000-2 Gr IV	GATX024307	AOIX001131
2000-2 Gr IV	GATX024310	AOIX001134
2000-2 Gr IV	GATX024314	AOIX001138
2000-2 Gr IV	GATX024317	AOIX001141
2000-2 Gr IV	GATX024319	AOIX001143
2000-2 Gr IV	GATX024320	AOIX001144
2000-2 Gr IV	GATX024157	AOIX001181
2000-2 Gr IV	GATX024159	AOIX001183
2000-2 Gr IV	GATX024180	AOIX001204
2000-2 Gr IV	GATX024181	AOIX001205

2000-2 Gr IV	GATX024188	AOIX001212
2000-2 Gr IV	GATX024189	AOIX001213
2000-2 Gr IV	GATX024198	AOIX001222
2000-2 Gr IV	GATX024199	AOIX001223
2000-2 Gr IV	GATX024200	AOIX001224
2000-2 Gr IV	GATX024208	AOIX001232
2000-2 Gr IV	GATX024209	AOIX001233
2000-2 Gr IV	GATX024210	AOIX001234
2000-2 Gr IV	GATX024215	AOIX001239
2000-2 Gr IV	GATX024216	AOIX001240
2000-2 Gr IV	GATX024217	AOIX001241
2000-2 Gr IV	APHX004001	GATX064445
2000-2 Gr IV	APHX004002	GATX064446
2000-2 Gr IV	APHX004003	GATX064447
2000-2 Gr IV	APHX004004	GATX064448
2000-2 Gr IV	APHX004005	GATX064449
2000-2 Gr IV	APHX004006	GATX064450